STATE OF CALIFORNIA CERTIFICATE OF LIMITED PARTNERSHIP—FORM LP-1

IMPORTANT—Read instructions on back before completing this form

This Certificate is presented for filing pursuant to Chapter 3, Article 2, Section 15621, California Corporations Code. NAME OF LIMITED PARTNERSHIP A & P ASSOCIATES, a California Limited Partnership 3. CITY AND STATE 4. ZIP CODE STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 555 West Beech Street, Suite 400 San Diego, CA 92101 STREET ADDRESS OF CALIFORNIA OFFICE IF EXECUTIVE OFFICE IN ANOTHER STATE 7. ZIP CODE N/A COMPLETE IF LIMITED PARTNERSHIP WAS FORMED PRIOR TO JULY 1, 1984 AND IS IN EXISTENCE ON DATE THIS CERTIFICATE IS EXECUTED. THE ORIGINAL LIMITED PARTNERSHIP CERTIFICATE WAS RECORDED ON . RECORDER OF . COUNTY. FILE OR RECORDATION NUMBER. NAMES AND ADDRESSES OF ALL GENERAL PARTNERS: (CONTINUE ON SECOND PAGE, IF NECESSARY) SEBASTIAN INVESTMENTS, a California Limited Partnership ADDRESS: 555 West Beech Street, Suite 400 San Diego California ZIP CODE 92101 STATE VAME ADDRESS: ZIP CODE SITY: STATE NAME: ADDRESS: . ZIP CODE CITY: NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS Adam E. Jackson 555 West Beech Street, Suite 400 - STATE California San Diego TERM FOR WHICH THIS PARTNERSHIP IS TO-EXIST Ten years from filing of LP-1 FOR THE PURPOSE OF FILING AMENDMENTS, DISSOLUTION AND CANCELLATION CERTIFICATES PERTAINING TO THIS CERTIFICATE, THE GENERAL PARTNERS IS REQUIRED. **ACKNOWLEDGMENT OF** ANY OTHER MATTERS THE GENERAL PARTNERS DESIRE TO INCLUDE IN THIS CERTIFICATE MAY BE NOTED ON SEPARATE PAGES AND BY REFERENCE HEREIN IS A PART OF THIS CERTIFICATE. NUMBER OF PAGES ATTACHED IT IS HEREBY DECLARED THAT I AM (IVE ARE) THE BERSONIS) WHO EXECUTED THIS CERTIFICATE OF LIMITED PARTNERSHIP, WHICH EX THIS SPACE FOR FILING OFFICER USE (FILE NUMBER, DATE OF FILING) SIGNATURE OF GENERAL PARTNER DATE DATE SEBASTIAN INVESTMENTS, a California Limited Partnershi BY: Peter Jackson, Pres. BY: Adam Jackson, Secretary

. RETURN ACKNOWLEDGMENT TO:

CODE

NATURE OF OTHER THAN GENERAL PARTNER

MARK A. KRASNER, ESQ.

SELTZER CAPLAN WILKINS & McMAHON

Post Office Box X33999

San Diego, California 92103

In the office of the Secretary of State of the Secretary of State

MAY *9 1986

March. Fing W MARCH FONG EU, Secretary of State

DATE

TITLE OR DESIGNATION

VERIFICATION

PETER JACKSON DECLARES:

I am the President of ADAM SEBASTIAN, INC., A California corporation, which is General Partner of SEBASTIAN INVESTMENTS, a California Limited Partnership, which is the General Partner named in the foregoing Certificate of Limited Partnership.

I have read the foregoing Certificate of Limited Partnership, know the contents thereof, and acknowledge that such contents are true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on January _____, 1986, at San Diego, California

PETER TACKSON

ADAM JACKSON DECLARES:

I am the Secretary of ADAM SEBASTIAN, INC., a California corporation, which is General Partner of SEBASTIAN INVESTMENTS, a California Limited Partnership, which is the General Partner named in the foregoing Certificate of Limited Partnership.

I have read the foregoing Certificate of Limited Partnership, know the contents thereof, and acknowledge that such contents are true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on January 7, 1986, at/San Diego, California.

ADAM JACKSON

CORPORATION AS A PARTNER OF A PARTNERSHIP, WHICH PARTNERSHIP IS A PARTNER OF A PARTNERSHIP (Compiled - Form: Misc.-213, CC Sect. 1190a) CLTA Manual Sect. 2.29)

STATE OF CALIFORNIA)
COUNTY OF Jan Dieas)SS.
On this 7th day of april . 1986, before me, the
undersigned, a Notary Public in and for said County and
State, personally appearedPETER JACKSON
, known to me to be the
President, and ADAM JACKSON
, known to me to be the Secretary
of ADAM SEBASTIAN, INC., a California corporation .
a corporation, and who are also known to me to be the persons
who executed the within instrument on behalf of said corpora-
tion; and acknowledged to me that such corporation executed
the within instrument pursuant to its by-laws or a resolution
of its Board of Directors, on behalf of *SEBASTIAN INVESTMENTS,
a California limited partnership xxxxxxxxxxxxxxxxxxxxxxxxxxxx which
said partnership is known to me to be one of the partners of
" A & B ASSOCIATES, a California limited partnership
said corporation being known to me to be one of the partners
OI " SEBASTIAN INVESTMENTS, a California limited partnership.
and acknowledged to me that said corporation executed the
within instrument as one of the partners of said partnership
SEBASTIAN INVESTMENTS, a California limited partnership .
said partnership being known to me to be one of the partners
of ** A & B ASSOCIATES, a California limited partnership .
the partnership that executed the within instrument, and
acknowledged to me that such partnership (* SEBASTIAN INVESTMENTS
a California limited partnership
executed the same as such partner and that such partnership
(** A & B ASSOCIATES, a California limited partnership)
executed the same.

WITNESS my hand and official seal.

Patricia D. abbott

Notary Public in and for said County and State.

OFFICIAL SEAL
OF